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TRINITY INDUSTRIES LEASING COMPANY  
2705 State Street  
Chicago Heights, Illinois 60411

REGISTRATION NO 11400 T

DEC 30 1991 - 11 22 AM

INTERSTATE COMMERCE COMMISSION

December 27, 1991

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Ms. Mildred Lee, Room 2303

# 32

11400-T  
11400-U

Re: Documents for Recordation

Dear Ms. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder ("Rules and Regulations"), enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of a Partial Release and Termination dated as of December 27, 1991 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee (the "Partial Release"), a secondary document as defined in the Rules and Regulations; and

2. Three (3) executed originals of a Bill of Sale dated December 27, 1991 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee (the "Bill of Sale"), a secondary document as defined in the Rules and Regulations.

The enclosed Partial Release and Bill of Sale relate to the Equipment Trust Agreement, which was filed and recorded under Recordation Number 11400 on January 22, 1980, and subsequently supplement by assignments, supplements and bills of sale under Recordation Numbers 11400-A - 11400-S.

The addresses of the parties to the enclosed documents are:

Company: Trinity Industries Leasing Company  
2705 State Street  
Chicago Heights, Illinois 60411

Trustee: Bankers Trust Company  
123 Washington Street  
1st Floor  
New York, New York 10006

DEC 30 11 16 AM '91  
MOTOR OPERATING UNIT

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A hereto. The

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Secretary  
Interstate Commerce Commission  
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foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a certified check in the amount of \$ 32 to cover the required recordation fee.

You are hereby authorized to deliver any stamped copies of the Partial Release and the Bill of Sale not needed for your files to the representative of Alvord & Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Index maintained by the Interstate Commerce Commission follows:

Secondary Documents. (i) Partial Release and Termination dated as of December 21, 1991, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and Bankers Trust Company, 123 Washington Street, 1st Floor, New York, New York 10006, covering various railroad cars (relating to the Equipment Trust Agreement dated as of January 15, 1980 between Trinity Industries Leasing Company and Bankers Trust Company, Assignee of the Federal Deposit Insurance Corporation, as Receiver for MBank Dallas, N.A. (formerly named Mercantile National Bank at Dallas), as Trustee), and (ii) Bill of Sale dated December 21, 1991, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and Bankers Trust Company, 123 Washington Street, 1st Floor, New York, New York 10006, covering various railroad cars (relating to the to Equipment Trust Agreement referred to in (i) above).

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop

Neil O. Shoop  
Treasurer

Enclosures

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BILL OF SALE  
(Series 1)

DEC 30 1991 -11<sup>55</sup> AM  
INTERSTATE COMMERCE COMMISSION

THIS BILL OF SALE, dated the 27th day of December, 1991, between Bankers Trust Company, as successor Trustee (hereinafter called "Seller"), and Trinity Industries Leasing Company, a Delaware corporation (hereinafter called "Buyer"), as contemplated by Section 5.06 of the Equipment Trust Agreement dated as of January 15, 1980 (as amended or restated, the "Equipment Trust Agreement"), between Seller and Buyer pursuant to which Buyer has delivered its Request that the rail cars described in Exhibit A attached hereto and made a part hereof for all purposes (the "Equipment") be assigned to it.

W I T N E S S E T H:

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to Buyer all of its right, title and interest in and to the Equipment which Seller previously acquired from Buyer. Seller hereby warrants that it has not placed on the Equipment any security interest, lien, or other encumbrance, consensual or otherwise, at any time during which the Trustee held legal or equitable title to the Equipment. EXCEPT AS EXPRESSLY SET FORTH ABOVE, SELLER MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE VALUE, TITLE, FREEDOM FROM LIENS, CONDITION, DESIGN, OPERATION, MERCHANTABILITY OR FITNESS FOR USE OF THE EQUIPMENT OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER.

BANKERS TRUST COMPANY, TRUSTEE

By: Wanda Camacho  
Name: Wanda Camacho  
Title: Assistant Secretary

[SEAL]

ATTEST:

Kathleen Mulligan  
Name: Kathleen Mulligan  
Title: Assistant Secretary

STATE OF NEW YORK §  
§  
COUNTY OF NEW YORK §

The foregoing instrument was acknowledged before me on this  
the 27th day of December, 1991 by Wanda Camacho, a n  
Assistant Secretary of Bankers Trust Company, a New York banking  
corporation, on behalf of said corporation.

Maria A. Johnson  
Notary Public, State of New York

My Commission Expires:

Maria A. Johnson  
Printed Name of Notary

MARIA A. JOHNSON  
NOTARY PUBLIC, State of New York  
No. 4351727  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires February 3, 1992

EXHIBIT A - EQUIPMENT

Series 1 (Bankers Trust - Trustee)

<u>Lessee</u>	<u>Quantity</u>		<u>Car Numbers</u>
Bunge Corp. (currently BNRR)	19	TILX	510709, 510712, 510713 510718, 510719, 510723, 510725 510728, 510731, 510733 510734, 510736, 510741 510744, 510747, 510749 510750, 510752, 510753
MNVA RR (currently BNRR)	21	MNVA	510602 - 510607 (inclusive) 510609 - 510610 (inclusive) 511019 - 511022 (inclusive) 511024, 511026, 511027 511029 - 511032 (inclusive) 511035 - 511036 (inclusive)
Cargill, Inc.	331	TILX	510100 - 510108 (inclusive) 510111 - 510142 (inclusive) 510144 - 510148 (inclusive) 510150 - 510162 (inclusive) 510164 - 510171 (inclusive) 510173 - 510175 (inclusive) 510177 - 510207 (inclusive) 510209 510211 - 510249 (inclusive) 510252 - 510254 (inclusive) 510256 - 510258 (inclusive) 510260 - 510272 (inclusive) 510274 - 510278 (inclusive) 510280 - 510343 (inclusive) 510345 - 510386 (inclusive) 510388 - 510400 (inclusive) 510532 - 510543 (inclusive) 510545 - 510546 (inclusive) 510548 - 510562 (inclusive) 511000 511002 - 511018 (inclusive)